

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas

Case number (if known): _____ Chapter 15

☐ Check if this is an amended filing**Official Form 401****Chapter 15 Petition for Recognition of a Foreign Proceeding**

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write debtor's name and case number (if known).

1. Debtor's name McDermott International Holdings B.V.

2. Debtor's unique identifier

For non-individual debtors:☐ Federal Employer Identification Number (EIN) ____ - ____ - ____☒ Other 858240178. Describe identifier RSIN.**For individual debtors:**☐ Social Security number: xxx - xx- ____ - ____☐ Individual Taxpayer Identification number (ITIN): 9 xx - xx - ____ - ____☐ Other _____. Describe identifier _____.

3. Name of foreign representative(s)

Travis Brantley

4. Foreign proceeding in which appointment of the foreign representative(s) occurred

Dutch Scheme Proceeding under the Wet Homologatie Onderhands Akkoord

5. Nature of the foreign proceeding

Check one:

- ☒ Foreign main proceeding
- ☐ Foreign nonmain proceeding
- ☐ Foreign main proceeding, or in the alternative foreign nonmain proceeding

6. Evidence of the foreign proceeding

- ☐ A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative is attached.
- ☐ A certificate, translated into English, from the foreign court, affirming the existence of the foreign proceeding and of the appointment of the foreign representative, is attached.
- ☒ Other evidence of the existence of the foreign proceeding and of the appointment of the foreign representative is described below, and relevant documentation, translated into English, is attached.
Board Resolution Appointing Travis Brantley as Foreign Representative
District Court of Amsterdam Letter Confirming Deposit of Start Declaration

7. Is this the only foreign proceeding with respect to the debtor known to the foreign representative(s)?

- ☐ No. (Attach a statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending.)
- ☒ Yes

Debtor McDermott International Holdings B.V.
Name

Case number (if known) _____

8. Others entitled to notice

Attach a list containing the names and addresses of:

- (i) all persons or bodies authorized to administer foreign proceedings of the debtor,
- (ii) all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition, and
- (iii) all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code.

9. Addresses**Country where the debtor has the center of its main interests:**Netherlands**Debtor's registered office:**Prinses Beatrixlaan 35, 2595 AK

Number Street

P.O. Box

The Hague

City State/Province/Region ZIP/Postal Code

The Netherlands

Country

Individual debtor's habitual residence:**Address of foreign representative(s):**

Number Street

915 North Eldridge Parkway

Number Street

P.O. Box

P.O. Box

City State/Province/Region ZIP/Postal Code

Houston TX 77079

City State/Province/Region ZIP/Postal Code

Country

United States of America

Country

10. Debtor's website (URL)www.mcdermott.com**11. Type of debtor**

Check one:

- ☒ Non-individual (check one):
- ☒ Corporation. Attach a corporate ownership statement containing the information described in Fed. R. Bankr. P. 7007.1.
 - ☐ Partnership
 - ☐ Other. Specify: _____
- ☐ Individual

Debtor McDermott International Holdings B.V.
Name

Case number (if known) _____

12. Why is venue proper in this district?

Check one:

- ☒ Debtor's principal place of business or principal assets in the United States are in this district.
- ☐ Debtor does not have a place of business or assets in the United States, but the following action or proceeding in a federal or state court is pending against the debtor in this district:
- _____
- ☐ If neither box is checked, venue is consistent with the interests of justice and the convenience of the parties, having regard to the relief sought by the foreign representative, because:
- _____

13. Signature of foreign representative(s)

I request relief in accordance with chapter 15 of title 11, United States Code.

I am the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the relief sought in this petition, and I am authorized to file this petition.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct,

X /s/ Travis Brantley

Signature of foreign representative

Travis Brantley

Printed name

Executed on 10/09/2023
MM / DD / YYYY**X** _____

Signature of foreign representative

Printed name

Executed on _____
MM / DD / YYYY**14. Signature of attorney****X** /s/ Christopher T. Greco

Signature of Attorney for foreign representative

Date 10/09/2023
MM / DD / YYYYChristopher T. Greco

Printed name

Kirkland & Ellis LLP

Firm name

601 Lexington Avenue

Number Street

New York

City

NY

State

10022

ZIP Code

(212) 446-4800

Contact phone

christopher.greco@kirkland.com

Email address

4580940

Bar number

NY

State

Exhibit A

District Court of Amsterdam Letter Confirming Deposit of Start Declaration

(English Translation)



NautaDutilh N.V.
Attn:
A. Boitelle C.
Rozeman

Private law department
insolvency team

Visiting address
Parnassusweg 280
1076 AV Amsterdam

correspondence address PO
Box 84500
1080 BN Amsterdam

t (088) 361 7000

rechtspraak.nl/contact/ams

When replying, please indicate
the date and our reference.
Would you like to cover only
one case in your letter.

By email

date 2 October 2023
contact person Insolvency team, F.T.M. Bruning
contact number (088) 361 1409
our reference C/13/23/19 RK and C/13/23/20 RK Start statement
regarding: Lealand Finance Company B.V. and
McDermon International Holdings B.V.
annex(es)
) subject Confirmation of deposit of start declaration

Dear Sir/Madam,

I hereby confirm that on 8 September 2023, Lealand Finance Company B.V. and McDermott International Holdings B.V., registered in the trade register of the Chamber of Commerce under numbers 332878d6 and 70292019 respectively, have filed with the District Court of Amsterdam a start statement regarding the offering and the homologation of a private arrangement. The start statement has been registered under the above-mentioned reference.

With this, I assume to have informed you sufficiently.

Sincerely,



Exhibit B

District Court of Amsterdam Letter Confirming Deposit of Start Declaration

(Dutch)



de Rechtspraak

Rechtbank Amsterdam

NautaDutilh N.V.
T.a.v.:
mr. A. Boitelle
mr. C. Rozeman

Afdeling privaatrecht

team insolventie

bezoekadres
Parnassusweg 280
1076 AV Amsterdam

correspondentieadres
Postbus 84500
1080 BN Amsterdam

t (088) 361 7000

rechtspraak.nl/contact/ams

Bij beantwoording de datum en
ons kenmerk vermelden. Wilt u
slechts één zaak in uw brief
behandelen.

Per email

datum	2 oktober 2023
contactpersoon	team insolventie, F.T.M. Bruning
doorkiesnummer	(088) 361 1409
ons kenmerk	C/13/23/19 RK en C/13/23/20 RK Startverklaring inzake: Lealand Finance Company B.V. en McDermott International Holdings B.V.
bijlage(n)	--
onderwerp	Bevestiging deponering startverklaring

Geachte heer / mevrouw,

Hierbij bevestig ik dat Lealand Finance Company B.V. en McDermott International Holdings B.V., ingeschreven in het handelsregister van de Kamer van Koophandel onder respectievelijk nummer 33287866 en 70292019, op 8 september 2023 een startverklaring betreffende het aanbieden en de homologatie van een onderhands akkoord bij de rechtbank Amsterdam hebben gedeponerd. De startverklaring is onder bovengenoemd kenmerk geregistreerd.

Ik ga er vanuit u hiermee voldoende te hebben geïnformeerd.

Hoogachtend,



Exhibit C

Board Resolutions Appointing Foreign Representative

**RESOLUTION OF THE MANAGEMENT BOARD OF
MCDERMOTT INTERNATIONAL HOLDINGS B.V.
dated 5 October 2023**

Resolution in writing of the management board (the "**Board**") of **McDermott International Holdings B.V.**, a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) under Dutch law, trade register number 70292019 (the "**Company**").

WHEREAS

- A. McDermott International, Ltd and certain of its subsidiaries (the "**McDermott Group**") have been negotiating with its key lenders to agree an amendment and extension (the "**Extension**") of the existing term loans and letters of credit facilities (the "**Credit Agreements**"). The Company is a guarantor under the Credit Agreements.
- B. The Credit Agreements will expire on 30 June 2024 (the "**Maturity Date**"). At such date full repayment of the term loans will be required and the McDermott Group is required to provide cash collateral on 27 March 2024 for the outstanding amount under the issued letters of credit. The McDermott Group anticipates that it will not be able to repay the outstanding amounts under the Credit Agreements on the Maturity Date or deposit in cash as security. In addition, it is essential for the McDermott Group to be able to provide letters of credit for new projects. Letters of credit are provided by lenders to third parties on pre-agreed terms as security for obligations of the McDermott Group in connection with the execution of its projects. For these reasons the Extension is necessary for the survival of the McDermott Group going forward. Insolvency proceedings will be inevitable for the McDermott Group and the Company in the absence of the Extension. The Extension requires consent of all affected lenders and it is expected that not all lenders will give such consent.
- C. Furthermore, on 2 June 2023, a circa \$1,000,000,000 arbitration award (the "**Reficar Liability**") was granted in favour of Refineria de Cartagena S.A. (the "**Reficar**") against three McDermott group subsidiaries: (i) the Company, (ii) CB&I UK Limited and (iii) CB&I Columbiana S.A. The Reficar Liability threatens the survival of the McDermott Group and the Company as the McDermott Group and the Company are unable to pay the Reficar Liability. The McDermott Group and the Company, therefore, must compromise the Reficar Liability to prevent insolvency proceedings.
- D. To achieve the Extension and the compromise of the Reficar Liability, the Company will submit a plan to Reficar and all affected lenders under Credit Agreements on which all parties can cast their vote. Afterwards, the Company and Foreign Representative will seek court approval of the plan (the "**WHOA Plan**") under the Court Approval of a Private Composition (Prevention of Insolvency) Act (*Wet homologatie onderhands akkoord*, the "**WHOA**"). Because of the court approval of the plan under the WHOA, Reficar and all affected lenders (including dissenting ones) will be bound to the plan, whereby the Extension and the compromise of the Reficar Liability will become effective.
- E. Concurrently with the WHOA Plan being proposed, recognition will be sought for the WHOA Plan under Chapter 15 of the US Bankruptcy Code. Based (among others) on an expert opinion of Hon. Christopher S. Sontchi, judge, the Company reasonably anticipates such request for recognition will be granted.

- F. In connection with the above, it is proposed that the Company and/or Foreign Representative signs the Documents described in Annex A (in such form as approved by an Attorney (as defined below), the "**Documents**") and enters into the transactions set forth in the Documents (the "**Transactions**").
- G. The undersigned constitute the entire Board.
- H. None of the undersigned has a direct or indirect personal interest, which conflicts or may conflict with the interests of the Company or its business, with respect to the entering into the Documents and/or the Transactions.
- I. None of the undersigned is subject to a civil law director disqualification (*civielrechtelijk bestuursverbod*) pursuant to Section 106a of the Netherlands Bankruptcy Act (*Faillissementswet*).
- J. There are no regulations and/or other rules (*reglementen en/of andere regels*) adopted by any of the Company's corporate bodies and no instructions (*aanwijzingen*) have been given by the Company's shareholder as set out in article 16, paragraph 4 of the Company's articles of association that would preclude the Board from validly passing this resolution in the present form and manner.
- K. The Company has not:
- a. been dissolved (*ontbonden*);
 - b. ceased to exist pursuant to a merger (*fusie*) or demerger (*splitsing*);
 - c. been converted (*omgezet*) into another legal form, either national or foreign;
 - d. had its assets placed under administration (*onder bewind gesteld*);
 - e. been declared bankrupt (*failliet verklaard*) or granted a suspension of payments (*surseance van betaling verleend*);
 - f. been subjected to any intervention, recovery or resolution measure by any regulatory or other authority or governmental body in relation to financial enterprises or their affiliated entities;
 - g. had an administrator appointed by the relevant supervisory authority in respect of any of its bodies or representatives pursuant to Section 1:76 of the Financial Supervision Act (*Wet op het financieel toezicht*);
 - h. received a notice from the Chamber of Commerce or a court concerning the Company's dissolution under Section 2:19a or 2:21 of the Netherlands Civil Code; or
 - i. been the subject of a similar procedure in any jurisdiction or otherwise been limited in the right to dispose of its assets.
- L. No works council has been established or is in the process of being established for the Company's business, nor has the Board been requested to establish a works council for the Company's business.
- M. The entry by the Company into the Transactions (a) is permitted by the objects clause in the Company's articles of association, (b) is conducive to the realisation of the Company's corporate objects, as the Company will, directly or indirectly, derive benefits from entering into the Transactions, and (c) is not, to the best knowledge of the Board, prejudicial to the interests of the Company's creditors.
- N. The Company's shareholder have not submitted a resolution, which would make any resolutions of the Board subject to (prior) approval of the Company's shareholder and supervisory board.

- O. The words used herein to describe legal concepts, although in English, refer to Dutch legal concepts only and the consequences of the use of these words under any foreign law shall be disregarded.

IT IS THEREFORE RESOLVED THAT

1. The Company and/or Foreign Representative will sign the Documents and enter into the Transactions.
2. Travis Brantley is hereby authorised and empowered to act as the Foreign Representative in respect of the WHOA for the purpose of having the WHOA recognised by the US Bankruptcy Court.
3. Where an Attorney has signed any Document and entered into any Transaction on behalf of the Company prior to today's date, the Company will ratify (*bekrachtigen*) and confirm (*bevestigen*) these actions.
4. The Company will grant the Power of Attorney (as defined below).

RATIFICATION AND CONFIRMATION

1. The Company ratifies and confirms the signing of any Document and entry into any Transaction on behalf of the Company by an Attorney prior to today's date.
2. The Board confirms the statements made above under (G) and (J) through (O) and affirms that the Company's legal advisers may rely on this confirmation.
3. Each of the undersigned confirms the statement made above under (G) through (I) in respect of himself or herself and affirms that the Company's legal advisers may rely on this confirmation.

POWER OF ATTORNEY

The Company grants an irrevocable power of attorney (the "**Power of Attorney**") to each member of the Board and to the legal advisors of the McDermott Group at Kirkland & Ellis LLP and Jackson Walker L.L.P (each an "**Attorney**"). The following terms shall apply to the Power of Attorney:

1. Each Attorney will have the power of substitution and the term "Attorney" includes any person so substituted.
2. The Power of Attorney has also been granted in the interest of other persons or entities that are party to any of the Documents.
3. The Power of Attorney authorises each Attorney, acting individually, to:
 - a. negotiate, amend, adapt, sign and (where relevant) deliver the Documents on behalf of the Company and Foreign Representative and, generally, to represent the Company and Foreign Representative for the purpose of entering into the Transactions; and

- b. do all such acts and things as may in the sole opinion of the Attorney be ancillary to or necessary, useful or desirable in connection with or for the purpose of the acts referred to above under a., including to sign and/or despatch all documents and notices to be signed or despatched by the Company or Foreign Representative under or in connection with any of the Documents or the Transactions and to effect any filings with any and all appropriate regulatory authorities, State, federal and foreign, as may be required or as the Attorney may deem necessary.
4. The Company agrees to indemnify each Attorney against any liability which that Attorney may incur for any action or omission in connection with the Power of Attorney, gross negligence (*grove schuld*) and wilful misconduct (*opzet*) excepted.
5. The relationship between the Company and an Attorney in respect of the Power of Attorney shall be governed by the laws of the Netherlands.
6. The application of Section 3:68 of the Netherlands Civil Code is excluded. An Attorney may also act as attorney of one or more counterparties of the Company.

[signature page follows]

This resolution is dated as stated at the beginning of this document and may be signed in two or more counterparts.

DocuSigned by:
Ashok Joshi
D8C08D3652D3442...

Name of management board member : Ashok Joshi
Title : board member

DocuSigned by:
Barry van Elven
DDEDFFB62F99451...

Name of management board member : Barry Robert van Elven
Title : board member

ANNEX A
LIST OF DOCUMENTS

- a voluntary petition for recognition (the "**Chapter 15 Case**") under the provisions of chapter 15 of title 11 of the United States Bankruptcy Code (the "**US Bankruptcy Code**") in a court of proper jurisdiction (the "**US Bankruptcy Court**");
- any and all actions necessary to advance the Company's rights and obligations and facilitate the commencement of the Chapter 15 Case in the Bankruptcy Court, including filing any pleadings and petitions for relief; and
- any further deeds, instruments, agreements, amendments, consents, waivers, notices, acknowledgements, memoranda, statements, certifications or other documents ancillary to or necessary, useful or desirable in connection with the documents listed above and the transactions set forth in those documents, including (i) any minutes, resolutions or other documents (other than as referred to in (ii)) to be drawn up or adopted by the Company in its capacity as member of the management board or as shareholder of an affiliate of the Company and (ii) any documents to be signed by the Company in its capacity as member of the management board of an affiliate of the Company.

Exhibit D

Others Entitled to Notice

**ALL PERSONS OR BODIES
AUTHORIZED TO ADMINISTER THE DUTCH PROCEEDING**

PARTY NAME	NOTICE ADDRESS
MR. TRAVIS BRANTLEY	915 NORTH ELDRIDGE PARKWAY HOUSTON, TEXAS 77079 UNITED STATES OF AMERICA

**ALL PARTIES TO LITIGATION
PENDING IN THE UNITED STATES
IN WHICH THE DEBTOR IS A PARTY
AT THE TIME OF FILING OF THIS PETITION**

<u>4:23-mc-01641</u>	
UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF TEXAS	
PARTY NAME	SELECTED NOTICE PARTIES
REFINERA DE CARTAGENA S.A.S.	FRANZ MICHAEL STENGLEIN KING SPALDING LLP 500 W 2ND ST STE 1800 AUSTIN, TX 78701-4684 512-457-2003 MSTENGLEIN@KSLAW.COM ATTORNEY TO BE NOTICED REFINERA DE CARTAGENA S.A.S. CARRETERA A PASCABALLOS KM12 ZONA INDUSTRIAL DE MAMONAL CARTAGENA D.T. Y C. (BOLIVAR) COLOMBIA
MCDERMOTT INTERNATIONAL, LTD.	N/A — EX PARTE PROCEEDING.

**ALL ENTITIES AGAINST WHOM PROVISIONAL RELIEF
IS BEING SOUGHT UNDER § 1519 OF THE BANKRUPTCY CODE**

REFINERA DE CARTAGENA S.A.S.	<p>FRANZ MICHAEL STENGLEIN KING SPALDING LLP 500 W 2ND ST STE 1800 AUSTIN, TX 78701-4684 512-457-2003 MSTENGLEIN@KSLAW.COM ATTORNEY TO BE NOTICED</p> <p>REFINERA DE CARTAGENA S.A.S. CARRETERA A PASCABALLOS KM12 ZONA INDUSTRIAL DE MAMONAL CARTAGENA D.T. Y C. (BOLIVAR) COLOMBIA</p>
CONTRALORÍA GENERAL DE LA REPÚBLICA (“ <u>CONTRALORÍA</u> ”)	<p>AGENCIA NACIONAL DE DEFENSA JURÍDICA DEL ESTADO DIRECCIÓN: CARRERA 7 NO.75 - 66, BOGOTÁ D.C., COLOMBIA CONMUTADOR: (+57) 601 255 8955 FAX: (+57) 601 255 8933</p>
BAYPORT POLYMERS LLC (“ <u>BAYSTAR</u> ”)	<p>MIKE STENGLEIN (TEXAS BAR NO. 00791729) CHRISTOPHER TAYLOR (TEXAS BAR NO. 24013606) MATT VANDENBERG (TEXAS BAR NO. 24079501) KING & SPALDING LLP 500 W. 2ND ST., SUITE 500 AUSTIN, TX 78701 TEL. (512) 457-2000 FAX (512) 457-2100 MSTENGLEIN@KSLAW.COM MVANDENBERG@KSLAW.COM CTAYLOR@KSLAW.COM</p> <p>ANDREW STAKELUM (TEXAS BAR NO. 24072362) KING & SPALDING LLP 1100 LOUISIANA, SUITE 4100 HOUSTON, TX 77002 TEL. (713) 751-3200 FAX (713) 751-3290 ASTAKELUM@KSLAW.COM ATTORNEYS FOR BAYPORT POLYMERS LLC</p>

Exhibit E

Corporate Ownership Statement

Corporate Ownership of McDermott International Holding B.V.

- McDermott Holdings 2 Limited: McDermott Holdings 2 Limited directly owns 100% of Debtor McDermott International Holdings B.V.'s equity interests; and
- McDermott International, Ltd: McDermott International, Ltd directly owns 100% of McDermott Holdings 2 Limited's equity interests.

Exhibit F

Statement Identifying Foreign Proceedings

C/13/23/19 RK AND C/13/23/20 RK DISTRICT COURT OF AMSTERDAM	
NOTICE TO:	AMSTERDAM COURT PRIVATE LAW DEPARTMENT, INSOLVENCY TEAM PARNASSUSWEG 280 1076 AV AMSTERDAM